



Report number: **19/2019**

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Subject: **Information provided to a shareholder out of the general meeting under Article 428 § 5 of the Commercial Companies Code.**

Contents of the report:

The Management Board of Centrum Nowoczesnych Technologii S.A. with its registered office in Sosnowiec (the "Issuer", the "Company") informs that in connection with the request of the Company's shareholder of 6 June 2019 addressed to the Company's Management Board during the Ordinary General Meeting of the Company (the "AGM") for information to be provided pursuant to Article 428 § 1 of the Commercial Companies Code (the "CCC"), the Management Board of the Issuer publishes the following list of questions received from the shareholder together with the Management Board's answers on 19 June 2019.

Centrum Nowoczesnych Technologii S.A.

1. Maxer - trustee in bankruptcy. Is the execution of the contract at risk?

- Information contained on pages 34-35 of the separate financial statements of CNT S.A: "Maxer S.A. in bankruptcy - in accordance with the provisions of the agreement on assignment of payment claims in the amount of 97.5% of the net amount of each invoice issued by the General Contractor (MAXER S.A. in bankruptcy) to the Ordering Party: Państwowe Gospodarstwo Wodne Wody Polskie (hereinafter: Polish Waters) are made by the Ordering Party (the "Wody Polskie") directly to the account of the General Subcontractor (i.e. Consortium Leader - CNT S.A.) and Member of the Consortium (ETP S.A.)".

- The execution of the contract is not at risk.

2. At what stage is the realization of the Oder water barrage? Are there any delays in payments?

- The execution of the contract is proceeding in accordance with the assumed schedule specified in the Agreement. Within the framework of the contract execution under the name "Construction of the Malczyce water barrage on the Oder River", works related to, among others, liquidation of the permanent weir construction cofferdam, finishing works in the construction pit of the permanent weir and reconstruction of roads are still to be carried out.

- There are no delays in payments.

3. Do the contracts take into account an increase in prices of materials and salaries?





- The answer to this question cannot be given because the contract details are confidential, and the breach thereof may expose the Company to damage (Legal basis §2 Art. 428 CCC).

GET EnTra Sp. z o.o.

1. Loss of PLN 8 million - what does it result from? - Is it the result of speculation on the energy market?

- GET EnTra sp. z o.o. is a separate business entity that operates its own bodies, i.e. the Management Board, the Supervisory Board, the General Meeting of Shareholders and its own reporting. Due to the nature of the business activity conducted by Get EnTra Sp. z o.o. where not all purchase contracts are concluded at the exact same time as the sale contracts, Get EnTra Sp. z o.o. may be exposed to market risks related to having a partially open position and a sudden change in prices on the market in 2018.

The year 2018 saw unprecedented fluctuations in some prices of futures contracts listed on the Polish Power Exchange (Towarowa Giełda Energii S.A.), which had a significant impact on the company's financial results. These events had a significant negative impact on the profitability of GET EnTra sp. z o.o. in 2018.

- The Issuing Party's Management Board proposes to review the current report no. 65/2018 and the Consolidated periodic report of the Capital Group for the third quarter of 2018 (pp. 57-58), where the factors influencing the occurrence of the above-mentioned loss are described.

2. Has Tomasz Krzyżewski been dismissed from the company in relation to the incurred loss?

- Information included on page 12 of the consolidated financial statements of the CNT Group for 2018: "On 27 August 2018 Mr. Tomasz Krzyżewski resigned from the position of Member of the Management Board of GET EnTra sp. z o.o."

3. Risk measures have been established:

(a) Volumetric limit

(b) Value at Risk

Were these limits exceeded in 2018?

- In GET EnTra sp. z o.o., the internal control system is based on the market valuation of all open positions and a volumetric statement of those positions (mtm). Additionally, the Company has a fixed transaction volume limit and Value at Risk, which should not be exceeded under the Risk Control Procedure. The disclosure by the Company whether and when the risk levels in 2018 were exceeded is a disclosure of the internal Risk Control Procedure and constitutes the Company's trade secret.





4. What was the Value at Risk at the end of 2018?

- Disclosure of the Value at Risk level at the end of 2018 constitutes disclosure of the internal Risk Control Procedure and constitutes a trade secret of the company. At the same time, in the opinion of the Management Board of CNT S.A., the above question asked by the shareholder during the Ordinary General Meeting of CNT S.A. on 6 June 2019 does not meet the criteria set out in Article 428 § 1 of the Commercial Companies Code - it does not apply to the company and is not justified for the assessment of the issues included in the agenda of the Ordinary General Meeting of CNT S.A.

5. Why is the Czech branch run? What are the costs of running this branch? Has it been established for tax reasons?

- GET EnTra sp. z o.o. is a separate business entity from CNT S.A. which has its own bodies, i.e. the Management Board, Supervisory Board and Shareholders' Meeting, as well as its own reporting. In the opinion of the Management Board of CNT S.A., the above question asked by the shareholder during the Ordinary General Meeting of CNT S.A. on 6 June 2019 does not meet the criteria set out in Article 428 § 1 of the Commercial Companies Code - does not apply to the company and is not justified for the assessment of the issues included in the agenda, because the approval of the financial statements of GET EnTra sp. z o.o. for 2018 was the subject of the Ordinary General Meeting of Shareholders of GET EnTra sp. z o.o.

6. Is it possible to prepare the Company's financial results forecast? To what extent does the result depend on speculation on the energy market?

- GET EnTra sp. z o.o. is a separate business entity from CNT S.A. which has its own bodies, i.e. the Management Board, Supervisory Board and Shareholders' Meeting, as well as its own reporting. In the opinion of the Management Board of CNT S.A., the above question asked by the shareholder during the Ordinary General Meeting of CNT S.A. on 6 June 2019 year does not apply to CNT S.A. or matters included in the agenda of the Ordinary General Meeting of CNT S.A., because the approval of the financial statement of GET EnTra sp. z o.o. for 2018 year was the subject of the Ordinary General Meeting of Shareholders of GET EnTra sp. z o.o.

Centrum Nowoczesnych Technologii Spółka Akcyjna sp.k.

1. Did the Management Board take any steps in 2018 to find a new investment after the completion of Nowa 5 Dzielnica?

- Information included on page 15 of the consolidated financial statements of the CNT Group for 2018: "The activity of the limited partnership is focused on an investment in real estate purchased by the subsidiary and located in Krakow, Wrocławska 53. The subsidiary is implementing a development





investment in the form of construction of a housing estate under the name of "Nowa 5 Dzielnica" (New 5th District) on the aforementioned real estate. (hereinafter the "N5D") with the necessary ancillary infrastructure and the sale of residential and commercial premises.

As it is evident from the above, Centrum Nowoczesnych Technologii Spółka Akcyjna sp. k. is a company established to carry out the investment under the name of "Nowa 5 Dzielnica", therefore the Management Board of CNT S.A. (acting on behalf of the general partner of a limited partnership) does not plan to carry out other investments by this subsidiary at the moment.

2. What is the sense of reducing the shares in the company in September 2018, and then the transfer of these funds to the company CNT S.A. sp.k.? Did the other shareholders provide the limited partnership with the funds in the same way?

- The reduction in the shares in September 2018 was a decision of all partners of the limited partnership and was carried out in accordance with the applicable legal regulations.

- Information contained on page 62 of the separate financial statements of CNT S.A.:

"In 2018, the Company granted loans to its subsidiary Centrum Nowoczesnych Technologii Spółka Akcyjna spółka komandytowa. The balance of these loans as of 31.12.2018 amounted to PLN 9 000 thousand in total, with the repayment date by 31 August 2019. The interests and commissions were determined on an arm's length basis."

"In February 2019, the Company granted a loan to its subsidiary Centrum Nowoczesnych Technologii Spółka Akcyjna spółka komandytowa for a total amount of PLN 3,000 thousand to be repaid by 31 August 2019. Interest and commissions were determined on an arm's length basis.

On 3 April 2019, as part of standard cash management tools at the level of the Capital Group, the Issuing Party granted another loan to the subsidiary Centrum Nowoczesnych Technologii Spółka Akcyjna spółka komandytowa for the amount of PLN 20,000 thousand to be repaid by 31 March 2020. Interest and commissions were established on an arm's length basis (WIBOR 3M plus margin).

On 3 April, the Issuing Party also signed annexes to the Contracts of loans granted to Centrum Nowoczesnych Technologii Spółka Akcyjna spółka komandytowa in 2018 for the amount of PLN 9,000 thousand and in February 2019 for the amount of PLN 3,000 thousand, and under these annexes the deadline for repayment of the aforementioned loans was extended until 31 March 2020. The remaining provisions of the aforementioned loan agreements remain unchanged.

The loans granted by the Group are described in the transfer pricing documentation. The loans were granted on the basis of written agreements. The terms and conditions of all loans are identical. The purpose of granting loans was to finance the ongoing operations of the company. The loans were granted against payment, i.e. with interest and a commission on granting them. The agreements do not require any





additional arrangements upon early repayment of a given loan. The lender is obliged to return the loans on the dates specified in the agreements.”

3. What were the terms and conditions of the loan?

- Information on pages 62-63 of the separate financial statements of CNT S.A., where all loans granted, including those after the balance sheet date and the rules and interest rates applicable to loans (table on page 63) were described. Additionally, the company maintains transfer pricing documentation in this respect, and interest and commissions have been established on an arm's length basis.

4. Does the contract with Grimbud, Eiffage include clauses on changing the value of the contract due to an increase in prices of materials, wages and salaries?

- Information on page 34 of the consolidated financial statements of the CNT Group: "the contracts executed by the Company with Contractors are signed on the basis of lump-sum contracts" and therefore the lump-sum remuneration resulting from the above contracts will not change.

5. Did the company provide Ms. Joanna Mazur's with an apartment for free?

- In the opinion of the Management Board of CNT S.A., the above question asked by the shareholder during the Ordinary General Meeting of CNT S.A. on 6 June 2019 does not meet the criteria set out in Article 428 § 1 of the Commercial Companies Code - does not apply to the company and is not justified for the evaluation of matters included in the agenda of the Ordinary General Meeting of CNT S.A.

6. If so, why did the media not take care of the company's image in the course of the action, but of the image of Mr Jakubas himself?

- In the opinion of the Management Board of CNT S.A., the above question asked by the shareholder during the Ordinary General Meeting of CNT S.A. on 6 June 2019 does not meet the criteria set out in Article 428 § 1 of the Commercial Companies Code - does not apply to the company and is not justified for the assessment of the issues included in the agenda of the Ordinary General Meeting of Shareholders of CNT S.A.

Energopol - Południe sp. z o.o.

1. Business suspended until July 1st? What is the point of maintaining the company?

- In the opinion of the Management Board of CNT S.A., the above question asked by the shareholder during the Ordinary General Meeting of CNT S.A. on 6 June 2019 does not meet the criteria set out in Article 428 § 1 of the Commercial Companies Code - does not apply to the company and is not justified for the evaluation of the issues included in the agenda of the Ordinary General Meeting of Shareholders of





CNT CENTRUM NOWOCZESNYCH TECHNOLOGII
SPÓŁKA AKCYJNA

CNT S.A.

Legal basis: § 19 section 1 item 12 of the Regulation of the Minister of Finance of 29 March 2018 on current and periodic information provided by issuers of securities and conditions for recognizing as equivalent information required by the laws of a non-member state (Journal of Laws of 2018, item 757).

